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SEC

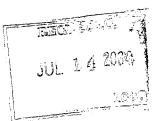
Potential persons who are to respond to the collection of information co

1972 (6- this form are not required to respond unless the form displays a currently valid

02) OMB control number.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2005
Estimated average burden hours per response... 1

AMENDED FORM D

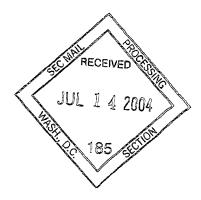
NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

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Name of Offering ([] check if this			•	_	e.)
Private Placement of Limited P	arthership inte	resis in Caina	iy Capitai noic	illigs, L.P.	
Filing Under (Check box(es) that apply):	[] Rule 504	[] <u>Rule 505</u>	[√] Rule 506	[] Section 4(6)	[]ULOE
Type of Filing: [√] New Filing	[] Amendment			PRO	CESSEC
				JUL	27 2004
etatilitatianinan waa waa waa waa waa waa waa waa waa	A. BASIC IDE	NTIFICATION	I DATA	THO	OMSON IANCIAL
1. Enter the information requeste	ed about the issu	er	entrologico de la constante de constante de la constante de la constante de la constante de la constante de co		
Name of Issuer ([] check if this	is an amendmer	nt and name ha	as changed, an	d indicate change	9.)
Cathay Capital Holdings, L.P.,	a Cayman Islan	ds exempted	limited partne	ership	
Address of Executive Offices Number (Including Area Code)	(Number and S	Street, City, St	ate, Zip Code)	Telepho	ne
Walkers SPV Limited, Walker H Cayman Islands (345) 94	•	908GT, Mary	Street, Georg	e Town, Grand (Cayman,

AMENDED FORM D

AS OF JULY 1, 2004



FILED ON BEHALF OF

Name:

Cathay Capital Holdings, L.P., a Cayman Islands Exempted Limited Partnership

Address:

Walkers SPV Limited at Walker House P.O. Box 908GT, Mary Street George Town, Grand Cayman, Cayman Islands

Address of Principal Business Op Number (Including Area Code) (if different from Executive Office	perations (Number and Street, City, State, Zip Code) Telephones)
Brief Description of Business	
Private Investment Fund	
Type of Business Organization	
[] corporation	$[\sqrt{\ }]$ limited partnership, already formed $[\]$ other (please specify):
[] business trust	[] limited partnership, to be formed
NAMENDAMENTAL AND	Month Year
Actual or Estimated Date of Incor	poration or Organization: [12] [03] [√] Actual [] Estimated
Jurisdiction of Incorporation or O	rganization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) [F][N]

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	[√] Promoter [] Beneficial Owner	[] Executive Officer	[] Director	[√] G eneral and/or Managing Partner
Full Name (Last nam	ne first, if individual)	300-00-00 (200-00-00-00-00-00-00-00-00-00-00-00-00-	000 0000000000000000000000000000000000	970000711111111111111111111111111111111
Cathay Capital GP,	Ltd.			
Business or Resider	ice Address (Number and Stre	eet, City, State, Zip C	ode)	alaksik (1664) (
Greenwich-America	an Centre, Two American La	ine, Greenwich, CT	, 06836-2571	
Check Box(es) [that Apply:] Promoter [] Beneficial Owner	[] Executive [√ Officer] Director Of the General Partner	[] General and/or Managing Partner
Full Name (Last nam	ne first, if individual)		nnytytä kojanteittä tajajajanaja, jo sejä notioidettä, jojan nejäjen hittiätäätä titti jepän nontaa	
Wolansky, Paul S.				
Business or Residen	ce Address (Number and Stre	eet, City, State, Zip C	Code)	00000000 tit i teenteuren ereki kirkeit tit interpresionalereki jaar skrittinian ausanna ereki triil
Greenwich-America	an Centre, Two American La	ne, Greenwich, CT	, 06836-2571	
Check Box(es) [that Apply:] Promoter [] Beneficial Owner	[] Executive [√ Officer] Director Of the General Partner	[] General and/or Managing Partner
Full Name (Last nam	ne first, if individual)	en de la companya ya ya na ana ana ana ana ana ana an	e in Contraction in Newscampage agreement in 1864 A. And Andrée C. Andrée de l'Andrée C. Andrée	n voissonnaguus geny. Agune mentaguag gay, aran mentantinan yang ayun mentantinan kan salah salah salah salah
Sussman, S. Donal	d			
Business or Residen	ce Address (Number and Stre	eet, City, State, Zip C	ode)	nau an an'ny gampana na mandrononan'ny gapty, ny sarana ao mandron ny gapty a pautaka ao ao ao ao ao
Greenwich-America	an Centre, Two American La	ne, Greenwich, CT	, 06836-2571	
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive [Officer	Director []. (General and/or Managing Partner
Full Name (Last nam	ne first, if individual)	and an industry and an agreement and industry county (agree in a little and an agreement and industry agree in agree in	о на применя под остать и до производения пересоте «на манеленного столого» «Пересото остать под отностите на	den de la companya d
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(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

				B. IN	IFORMA	TION A	BOUT O	FFERIN	G				
1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?								Yes []	No [√]				
								-	der ULO				
2. Wh	at is the	minimu	m invest	tment th	at will be	accepte	ed from a	any indivi	dual?				00.00
3. Does the offering permit joint ownership of a single unit?								Yes [√]	No []				
directl conne persor the na	y or indi ction wi n or age ime of th	rectly, a th sales nt of a b ne broke	ny comr of secur roker or er or dea	nission rities in t dealer ler. If m	or simila he offeri registere ore than	r remune ng. If a p d with th five (5) p	eration fo person to ne SEC a persons t	or solicita be listed and/or wit to be liste	tion of put tis an as th a state ad are as	or given, urchasers sociated or state sociated ker or de	s in s, list		
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Busin	ess or R	esidenc	e Addre	ss (Num	ber and	Street, 0	City, Stat	e, Zip Co	ode)		#2 ************************************	**************************************	MARCON MONEY
Name	of Asso	ciated E	Broker or	Dealer	**************************************	***************************************	eelig Mesyrtele HC#708/93706Aaannenaendele	err c elebratistic de l'appares permiser estat olis		randiretingskoskes sekor till pelposken et endertress	e weeken soe aan soon on een een een	***************************************	CATACATA TORONOMICONO
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(Chec	k "All	States"	or chec	k indiv	idual St	ates)				[] All	State	es
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[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	_	MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[1	PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]] [PR]
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[MT]	[NE]	[NV]	[NH]	[NJ]	[MM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]		PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]] [1	PR]
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1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	•	
	Aggregate	Amount Already
Type of Security	Offering Price	Sold
Debt	\$	\$
Equity	\$	a
[] Common [] Preferred	<u></u>	Φ.
Convertible Securities (including warrants)	\$	\$
Partnership Interests	\$250,000,000,00	\$160,900,000.00
Total		\$163,900,000.00
Answer also in Appendix, Column 3, if filing under ULOE.	φ230,000,000.00	ψ105,500,000.00
number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number	Aggregate Dollar Amount
	Investors	of Purchases
Accredited Investors	33	\$160,900,000.00
Non-accredited Investors		\$
Total (for filings under Rule 504 only)		.\$
Answer also in Appendix, Column 4, if filing under ULOE.		
3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.		
Type of offering	Type of Security	Dollar Amount Sold
Rule 505		\$
Regulation A		.\$
Rule 504		\$
Tatal		a.

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

^{*} Cathay Capital Holdings, L.P. is a private commitment fund. The figures provided are the investors' total capital commitments, a portion of which was funded upon initial closing, and the remainder of which may be called by the fund, and required to be contributed by the investors with no further investment discretion on part of the investor, from time to time thereafter.

this offering. Exclude amounts relating solely to organization expense be given as subject to future contingencies. If the amount of an experestimate and check the box to the left of the estimate.		
Transfer Agent's Fees		[]\$
Printing and Engraving Costs		[]\$
Legal Fees		[\frac{1}{3}\$ 180,000.00
Accounting Fees		[]\$
Engineering Fees		[]\$
Sales Commissions (specify finders' fees separately)		[]\$
Other Expenses (identify)		[√]\$ <u>50,000.00</u>
Total		[√]\$ <u>230,000.00</u>
b. Enter the difference between the aggregate offering price given in a Question 1 and total expenses furnished in response to Part C - Questifference is the "adjusted gross proceeds to the issuer."	stion 4.a. This suer the qual	- \$160,670,000.00
Question 4.b above.	i C -	
	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees		_ []\$
Purchase of real estate		[]\$
Purchase, rental or leasing and installation of machinery and equipment		[]\$
Construction or leasing of plant buildings and facilities	[]\$	_ []\$
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)		[]\$
Repayment of indebtedness	[]\$	_ []\$
Working capital	[]\$	
Other (specify): Investment from time to time in portfolio		[\forall] \$\frac{160,670,000}{}
Investments by the fund		
		_ []\$
Column Totals		_ []\$
Total Payments Listed (column totals added)	[√] \$ <u>1</u>	60,670,000

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in

^{*} Cathay Capital Holding, L.P. will pay a management fee, which may be paid out of capital contributions, equal to 2% of committed (during the commitment period) or contributed (thereafter) capital to an investment manager, which is an affiliate of the general partner, Cathay Capital GP, Ltd.

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under <u>Rule 505</u>, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of <u>Rule 502</u>.

Signature

Cathay Capital Holdings, L.P.

Name of Signer (Print or Type)

Paul S. Wolansky

Signature

Tuly 1, 2004

Title of Signer (Print or Type)

Director of the General Partner

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)